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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,  
  
Debtors.

Chapter 11

Case No.: 18-23538 (RDD)

(Jointly Administered)

**NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that the undersigned counsel for National Distribution Centers, LLC ("NDC"), hereby enters his appearance pursuant to Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); and such counsel hereby requests, pursuant to Bankruptcy Rule 2002 and section 342 of Title 11 of the United States Code (the "Bankruptcy Code"), that copies of all notices and pleadings given or filed in the above-captioned cases be given and served upon the following person at the following address, telephone and facsimile numbers and email address:

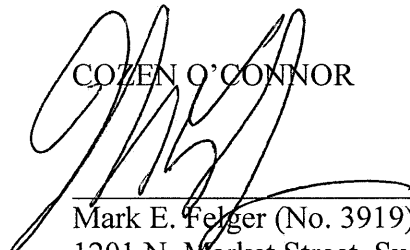
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PLEASE TAKE FURTHER NOTICE that the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules and sections of the Bankruptcy Code

specified above, but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telecopier, electronic mail or otherwise filed or made with regard to the above-captioned cases and proceedings therein.

This Notice of Appearance and Demand for Notices and Papers shall not be deemed or construed to be a consent to the jurisdiction of this Court, or to be a waiver of (a) NDC's right (i) to have final orders in matters entered only after *de novo* review by a District Court Judge where a bankruptcy judge may not enter final orders or judgments, (ii) to trial by jury in any proceeding so triable in these cases or in any case, controversy, or proceeding related to these cases, and (iii) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (b) any other rights, claims, actions, setoffs, or recoupments to which NDC is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments NDC hereby expressly reserves.

Dated: October 22, 2018

  
COZEN O'CONNOR  
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